

MEYER
HENDRICKS
& BIVENS, P.A.
ATTORNEYS AT LAW

Phoenix Corp. Ctr.
3003 N. Central Ave.
Suite 1200
P.O. Box 2199
Phoenix, Arizona
85001-2199

Telephone
602-604-2200

Facsimile
602-263-5333



0000117358

ORIGINAL

BEFORE THE ARIZONA CORPORATION COMMISSION

MARC SPITZER

Chairman

2004 JAN 28 P 4:43

JIM IRVIN

Commissioner

AZ CORP COMMISSION
DOCUMENT CONTROL

WILLIAM A. MUNDELL

Commissioner

Arizona Corporation Commission

JEFF MATCH-MILLER

Commissioner

DOCKETED

JAN 28 2004

MIKE GLEASON

Commissioner

DOCKETED BY

[Signature]

In the matter of:

DOCKET NO. S-03539A-03-0000

YUCATAN RESORTS, INC., d/b/a
YUCATAN RESORTS, S.A., RESORT
HOLDINGS INTERNATIONAL, INC., d/b/a/
RESORT HOLDINGS INTERNATIONAL,
S.A., WORLD PHANTASY TOURS, INC.,
a/k/a MAJESTY TRAVEL a/k/a VIAJES
MAJESTY, MICHAEL E. KELLY and LORI
KELLY,

RESPONDENT WORLD
PHANTASY'S FIRST
REQUEST FOR PRODUCTION
OF DOCUMENTS TO
ARIZONA CORPORATION
COMMISSION

Respondents.

Respondent World Phantasy Tours, Inc. ("World Phantasy") hereby files this Request for Production of Documents upon the Arizona Securities Division ("Division") of the Arizona Corporation Commission ("Commission"). Respondent requests the Division to produce the documents listed below on or before March 9, 2004, at the law offices of Meyer Hendricks & Bivens, 3003 North Central Avenue, Suite 1200, Phoenix, Arizona, 85012 or at such other location to be agreed upon in writing.

///

///

///

1 **DEFINITIONS**

2 For purposes of this request for production, the following definitions apply:

3 1. **"Division"** means the Arizona Securities Division, including any
4 predecessor agency, the Office of the Division, and the Staff of the Enforcement Unit,
5 Registration and Enforcement Section, or any other section thereof, and its employees,
6 agents and assigns.

7 2. **"Order"** means the Arizona Securities Divisions' First Amended
8 Temporary Order to Cease and Desist and Notice of Opportunity for Hearing dated
9 September 18, 2003.

10 3. **"Kelly"** means Michael E. Kelly, and his employees and agents.

11 4. **"Resort Holdings"** means Resort Holdings International, Inc., and its
12 officers, directors, employees, and agents.

13 5. **"Resort Holdings, S.A."** means Resort Holdings International, S.A. and its
14 officers, directors, employees, and agents.

15 6. **"Universal Lease"** means the "Universal Lease Program" specifically
16 referred to in paragraph 11 and generally referred to throughout the Order.

17 7. **"World Phantasy"** means World Phantasy Tours, Inc., a/k/a Majesty
18 Travel and Viajes Majesty (as identified in the Order), and its officers, directors,
19 employees, and agents.

20 8. **"Yucatan"** means Yucatan Resorts, Inc., and its officers, directors,
21 employees, and agents.

22 9. **"Yucatan S.A."** means Yucatan Resorts, S.A., and its officers, directors,
23 employees, and agents.

24 ///

25 ///

26 ///

INSTRUCTIONS FOR REQUESTS FOR PRODUCTION

1. The response to each Request shall include all documents within your possession, custody, or control, including, but not limited to, documents in the possession, custody, or control of your investigators, consultants, attorneys, or other agents. Any reference to "you" shall include your consultants, attorneys, or other agents.

2. As used herein, the term "document" means all written, recorded, and graphic matter of every type and description encompassed by Ariz. R. Civ. P. 34, including, but not limited to, charts, computer disks, computer printouts, computer records, drawings, graphs, handwritten notes, contracts, agreements, correspondence, memoranda, appointment books, recordings, letters, notes of conversation, photographs, telegraphic communications, electronic mail, tapes, and every other device or medium of which, or through which, information of any type is transmitted, recorded, or preserved, as well as writings and other data compilations from which information can be obtained.

3. The response to each Request shall state, with respect to each item or category, that inspection and related activities will be permitted as requested, unless the request is objected to, in which event the reasons for objection shall be stated. If objection is made to part of an item or category, the part shall be specified.

4. If you contend that an identified document would be excludable from production, state the reasons for such objection or grounds for exclusion and identify each person having knowledge of the factual basis, if any, on which the privilege or other ground is asserted.

5. A party who produces documents for inspection shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the request.

///

///

1 DOCUMENT REQUESTS

2 Please produce the following:

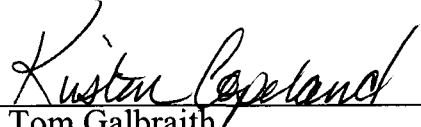
3 1. Any and all documents that evince, refer or relate to the Division's claims of
4 a link (ownership, managerial and/or otherwise) between World Phantasy, on the one
5 hand, and Resort Holdings, Resort Holdings S.A., Yucatan, Yucatan S.A., and/or
6 Michael Kelly, on the other hand.

7 2. Any and all documents that evince, refer, or relate to the Division's claims
8 of packaging of the Universal Lease, on the one hand, and the World Phantasy Third
9 Party Servicing Agreement, on the other hand.

10 3. Any and all documents that evince, refer or relate to any complaints or
11 correspondence from purchasers of the Universal Lease.

12 RESPECTFULLY SUBMITTED this 28th day of January, 2004.

13 MEYER, HENDRICKS & BIVENS, P.A.

14 By 
15 Tom Galbraith
16 Kirsten Copeland
17 3003 N. Central Avenue, Suite 1200
Phoenix, Arizona 85012-2915

18 Attorneys for Respondent
19 World Phantasy Tours, Inc.

20
21
22 ORIGINAL and thirteen copies of the foregoing
23 hand-delivered this 28th day of January, 2004 to:

24 Docket Control
25 Arizona Corporation Commission
26 1200 West Washington Street
Phoenix, Arizona 85007

1 COPY of the foregoing hand-delivered
2 this 28th day of January, 2004 to:

3 Hearing Officer
4 Hearing Division
5 Arizona Corporation Commission
6 1200 West Washington Street
7 Phoenix, Arizona 85007

8 Jaime Palfai, Esq.
9 W. Mark Sendrow, Esq.
10 Securities Division
11 Arizona Corporation Commission
12 1300 West Washington Street, 3rd Floor
13 Phoenix, Arizona 85007

14 COPY of the foregoing sent *via* U.S. Mail
15 this 28th day of January, 2004 to:

16 Joel Held, Esq.
17 Elizabeth Yingling, Esq.
18 Baker & McKenzie
19 2300 Trammell Crow Center
20 2001 Ross Avenue, Suite 2300
21 Dallas, Texas 75201
22 Attorneys for Respondent
23 Yucatan Resorts, Inc., d/b/a Yucatan Resorts, S.A.,
24 and RHI, Inc., d/b/a RHI, S.A.

25 Paul J. Roshka, Jr., Esq.
26 Dax Watson, Esq.
Roshka, Heyman & DeWulff
One Arizona Center
400 East Van Buren Street, Suite 800
Phoenix, Arizona 85004
Attorneys for Respondents
Michael and Lori Kelly

Martin R. Galbut
Jeffrey D. Gardner
Galbut & Hunter
Camelback Esplanade
2425 East Camelback Road, Suite 1020
Phoenix, Arizona 85016
Attorneys for Respondents
Yucatan Resorts, Inc., d/b/a
Yucatan Resorts, S.A., and
RHI, Inc., d/b/a RHI, S.A.

26 Michelle R. Leach

#364545 v1